

SCHABLONA INDIA LIMITED

NOTICE is hereby given that the 26th ANNUAL GENERAL MEETING of the Members of Schablona India Limited will be held at Somany Conference Hall of Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on **Friday**, the **3rd September, 2010** at **11.30 A.M.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Rakesh Kumar Borar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

New Delhi
Dated, the 24th May, 2010

By Order of the Board
N. Goenka
Director

NOTES :

1. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself. A Proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 23rd August, 2010 to Friday, the 3rd September, 2010 (both days inclusive).
3. The dividend on equity shares, as recommended by the Board of Directors, if declared at Annual General Meeting, will be paid:
 - i) in respect of shares held in physical form to those shareholders whose names stand on the Register of Members of the Company after giving effect to all valid transfer deeds in physical form lodged with the Company on or before 23rd August, 2010 and
 - ii) in respect of shares held in the dematerialized form to those deemed members whose names appear in the statements as furnished by the Depositories for this purpose as at the end of the business on 23rd August, 2010.
4. Members who have not encashed their dividend warrants for the year ended 31st March, 2008 and 31st March, 2009 may write to the Company or RTA for revalidation of the same.
5. Members/ Proxyholders are requested to bring their copy of Annual Report along with them at the meeting.
6. Members are requested to intimate to the Company, their query(ies), if any, on the Accounts and operations atleast 10 days before the meeting to keep the information ready at the meeting.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID and Client ID Numbers for easier identification of attendance at the Annual General Meeting.
8. Members holding shares in physical form are requested to notify any change in the address or the Bank account particulars if any, quoting their Folio Numbers to the Registrar & Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700 001. Telephone No. (033) 2243 5809/5029, Fax No. (033) 2248 4787.
9. Members having multiple folios in the same order of name(s) may inform the Company for consolidation into one folio.
10. As per RBI Notification, with effect from 1st October, 2009, the remittance of the money through ECS is replaced by National-Electronic Clearing Services (NECS) which essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralised processing of inward instructions and efficiency in handling bulk transactions. The advantages of NECS over ECS include faster credit of remittance to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies.
Shareholders holding shares in electronic form, may furnish the new Bank Account Number allotted by your bank after implementation of CBS, along with photocopy of the cheque pertaining to the concerned account, to your Depository Participant (DP) otherwise remittance of dividend through ECS/NECS under your old account number may be rejected. Those holding shares in physical form may send the above particulars/documents to the Company's Registrar & Transfer Agent or at the Registered Office of the Company.
11. Securities and Exchange Board of India (SEBI) vide its Circular dated 27th April, 2007 had made PAN mandatory for all securities market transactions. Thereafter, SEBI vide its Circular dated 20th May, 2009 also clarified that, for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/Registrar & Share Transfer Agents for registration of such transfer of shares. Submission of PAN has also been made mandatory by SEBI vide its circular dated 7th January, 2010, pertaining to the cases relating to deletion of name of deceased shareholder(s), transmission of shares to the legal heir(s) and transposition of shares. As such, shareholders are requested to furnish a copy of the PAN Card in regard to cases involving transfer of shares in physical form.

Brief Resume and other information in respect of the Director seeking re-appointment at the Annual General Meeting :-
Mr. Rakesh Kumar Borar, aged about 44 years is B.Com (Hons.), ACS and MBA (U.K.) He has over 17 years of experience in Investment Banking and also in Corporate Finance and Fund Management. He is a member of Audit Committee of the Company.

SCHABLONA INDIA LIMITED

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting their Twenty Sixth Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2010.

ACCOUNTS

	31.03.2010	31.03.2009
	Rs. / (000)	Rs. / (000)
Gross Sales	355871	291907
Less: Excise Duty	6616	6438
Net Sales	<u>349255</u>	<u>285469</u>
Gross Profit for the year under review	19880	22178
Less: Depreciation for the year	5183	4330
Profit for the year	<u>14697</u>	<u>17848</u>
Less: Provision for Income Tax (Net of MAT Credit)	4500	3075
Less: Provision for Fringe Benefit Tax	-	923
Less: Deferred Tax Liability	<u>352</u>	<u>882</u>
	9845	12968
Add: Balance brought forward from earlier years	<u>35652</u>	<u>26302</u>
Surplus available for appropriation	<u>45497</u>	<u>39270</u>
Appropriations		
Proposed Dividend on Equity Shares	1896	1896
Tax on Proposed Dividend	315	322
General Reserve	1500	1400
Balance Carried to Balance Sheet	<u>41786</u>	<u>35652</u>
	<u>45497</u>	<u>39270</u>

DIVIDEND

Your Directors are pleased to recommend a dividend @ 15 % i.e. Re. 0.60 (previous year Re. 0.60) per share on paid-up equity share capital of the Company for the year under review.

GENERAL DESCRIPTION

Your Company is in the highly creative fashion Industry of Decorative Tiles, Crockery, Glass etc. Although the concept is relatively new in India, our decorative products have been very well accepted and appreciated throughout the country.

OPERATION

Sale of Transfer Division during the year increased to Rs. 789.09 lac (net of excise) from Rs. 562.54 lac (net of excise) in the previous year, registering a growth of 40.27%. Likewise the sale of Decorated Tiles Division increased to Rs. 2777.43 lac from Rs. 2349.31 lacs in the previous year, a growth of 18.22%.

Further to increase the capacity of Transfer/Decals, a fully automatic Printing machine has been ordered for Unit - 1, Kassar with an annual production capacity of 7.2 lac sheets at a capital cost of Rs. 85 lac (approx).

To cater to the demand of larger format tiles in the Southern and Western Regions, suitable printing machinery is being installed at Unit - 2, Kadi at a capital cost of Rs. 20 lac (approx).

The growing demand of Polishing and Sand Blasted designer tiles, is presently being met by outsourcing, and machinery is being planned for in-house production in the current year.

MARKET AND FUTURE PROSPECTS

Ceramic Transfer Sheets

Cutomized designs and servicing sustained the continuous movement of decals through-out the year. And because of our proven capabilities of designing, quality and servicing, your Company expects to maintain growth in sales of ceramic transfers in the coming years.

The tableware industry is highly dependent on innovative customized designs and therefore in line with the expected growth of the market, it will be necessary to strengthen the designing department to increase the market share. Suitable actions are being taken in this direction.

Decorated Tiles

The tile industry has grown at an average of 15% CAGR for the past 5 years. Preference towards larger format tiles is increasing continuously. Your Company's Decorated Tile Division is adequately equipped to cater to this growing demand.

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Trading

With the rising trend of premium brand tiles and better decoration your Company's brand "KERASPANA" has been well received in the market and we are expecting a major growth in this segment.

Your Company started supply of innovative Glass Highlighters for the first time in India successfully and expecting a bigger market in coming years.

PUBLIC DEPOSIT

Your Company has not accepted fixed deposits and as such no amount of principal and interest was outstanding as on the date of balance sheet.

AUDITORS' REPORT

All the items on which, comments have been made by the auditors in their report to the shareholders are self explanatory, as explained by way of notes to the accounts.

DIRECTORS

Mr. Rakesh Kumar Borar, Director of the Company retires by rotation and, being eligible, offers himself for re-appointment.

AUDITORS

M/s. A. K. Maheshwari & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting and offer themselves for re-appointment subject to the approval of Members at the ensuing Annual General Meeting.

CORPORATE GOVERNANCE

A report on Corporate Governance along with Management Discussion & Analysis in terms of the Listing Agreement is annexed hereto and forms an integral part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, a statement showing particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is annexed hereto and forms part of this report.

PARTICULARS OF EMPLOYEES

Information as required under Section 217(2A) of the Companies Act, 1956, read with Particulars of Employees Rules, 1975 in respect of Company's employees is not being given since no employee is covered under the clause.

SECRETARIAL COMPLIANCE CERTIFICATE

Your Directors are pleased to enclose the Secretarial Compliance Certificate for the year 2009-10, as part of this Directors' Report, pursuant to the provisions of Section 383A of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departures ;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the financial year on 31st March, 2010 and of the profit of the Company for that period;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- (iv) the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors acknowledge with sincere gratitude the cooperation and assistance extended by the Central Government, State Governments, Financial Institutions, Banks, Customers, Dealers, Vendors and Employees.

New Delhi
Dated, the 24th May, 2010

For and on behalf of the Board
G. L. Sultania
(Chairman)

SCHABLONA INDIA LIMITED

ANNEXURE TO THE DIRECTORS' REPORT

Additional information given as required under the Companies (Disclosure of the Particulars in the Report of the Board of Directors) Rules, 1988.

A) CONSERVATION OF ENERGY

- a) Energy Conservation measures taken :
 - i) Timely maintenance of electric motors.
 - ii) Grouping in lighting systems changed to separate lighting system to enable the disconnection of power when not in use.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy :
No additional investments are considered necessary at present.
- c) Impact of measures (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :
Energy consumption vis-à-vis cost continue to be at the optimum level.
- d) Total energy consumption and energy consumption per unit of production :
The Company is not covered under the list of specified industries.

B) TECHNOLOGY ABSORPTION

FORM – B

Research and Development (R & D)

- 1) Specific areas in which R & D carried out by the Company :
 - i) Induction of new highlighters in designer tiles.
 - ii) Development of new sizes and up-gradation of manufacturing process.
- 2) Benefits derived, as a result of the above R & D :
Lower rejections, keeping pace with the updated international technology and better quality.
- 3) Future plan of action and expenditure on R & D :
R & D will be continued in the areas mentioned under item no. 1 above as an ongoing process. Expenses incurred are charged to respective heads and not allocated separately.

Technology absorption, adaptation and innovation

Efforts made and benefits derived :

Installation of new machineries to the existing manufacturing process resulted lower rejections and better quality produced.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. Foreign Exchange Outgo -
- B. Foreign Currency Earned -

Rs./000

8150

102

For and on behalf of the Board

G. L. Sultania
(Chairman)

New Delhi

Dated, the 24th May, 2010

SCHABLONA INDIA LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

Operating results for the period, market and future prospects have been discussed in the Directors' Report. A further overview of Company's business by the management with a discussion on the Company's areas of strength and weakness, the opportunities that are available and the threats and concerns that are being experienced are given below.

Industry Structure & Development

Increase in the disposable income and change in life style is fuelling demand for high end tiles and transfers. With clear focus on innovation, creativity and R&D, your Company is able to retain its leadership and increasing market share with every passing month.

Keeping in mind that there is more requirement of high end tiles, Schablona Tile Division has entered in Trading of Tiles from Domestic sources under the brand name of Keraspana and is searching products from countries like China, Spain, Italy, Malaysia for adding product in its portfolio which we currently are not capable of producing as per market demands.

Transfer Division is trying to add new usage of Transfer in Glass Highlighter, Polished Highlighter etc. to utilize new plant capacities and is also looking for new buyers in Ceramics and Glass and is trying to take more market share with each buyer.

With a stable government in place at the centre, construction industry outlook is expected to improve substantially enabling the Company to utilize balance production co-operation in Tile Division further.

Risk & Concerns

The Company's writ petition challenging the notice of acquisition of Company's plant land at Kassar for setting up as Industrial Zone is pending with Punjab & Haryana High Court. The plant was set up after obtaining the necessary permission for change of land use and the land is used by your Company for industrial purposes only. It is hoped that the matter will be settled amicably with the State Government and/or through the process of Court proceedings.

Internal Control Systems

Regular audit of systems & accounts of the Company is carried out by the Internal Auditor and it is ensured that Internal Control System are adequate and reliable and there is proper compliance of all regulations & obligations. It has also been ensured that all data necessary for an effective internal control and analysis are available at various levels of management and for the same ERP has been implemented in this year.

Human Resources & Industrial Relations

The Company continues to have cordial relations with its staff & workers who are continue to be trained to acquire and develop necessary skills for conducting business of the Company in a better way. The Company is employing close to 214 employees as on 31.03.2010. Industrial relations during the year continued to be cordial.

New Delhi
Dated, the 24th May, 2010

For and on behalf of the Board
G. L. Sultania
(Chairman)

SCHABLONA INDIA LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE

We have examined the registers, records, books & papers of M/S. SCHABLONA INDIA LIMITED as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on 31st March, 2010. In our opinion and to the best of our information & according to the examinations carried out by us & explanations furnished to us by the Company, its officers & agents, we certify that in respect of aforesaid financial year:

1. The Company has kept & maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act & the Rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, West Bengal under the Companies Act, 1956 and the Rules made thereunder. However, no forms or returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company being a Public Limited Company, restriction clauses mentioned in Section 3(1)(iii) of the Act are not applicable.
4. The Board of Directors duly met four times respectively on 21st May, 2009, 29th July, 2009, 29th October, 2009 & 18th January, 2010 in respect of which meetings proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any Board resolution by circulation during the year under review.
5. The Company has closed its register of Members for transfer or other purposes during the above financial year from 18th August, 2009 to 26th August, 2009 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 26th August, 2009 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the aforesaid financial year.
8. The Company has not advanced any loan to its Director and/or person or Firm or Company referred in the Section 295 of the Act.
9. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act as and where required.
11. As there are no instances falling within the purview of Section 314 of the Act, the Company has not obtained approvals from the Board of Directors, Members or Central Government.
12. The Company has issued 9 new Share Certificates for 850 Shares on account of loss of original Share Certificate, 3 new Share Certificates for 300 Shares on account of replacement against original being defaced during the financial year under review.
13. The Company has:
 - (a) not made allotment of any Equity Share during the year under review.
 - (b) delivered all the certificates on lodgement thereof for transfer/transmission or any other purposes during the above financial year within statutory time limit as prescribed under various provision of the Companies Act and as per listing agreement.
 - (c) declared dividend for the financial year ended on 31.03.2009 and has paid dividend amount to all the eligible Members of the Company as per provisions of the Companies Act, 1956. The Company has deposited the amount of dividend in a separate bank account within statutory time period. The Company issued dividend warrants immediately after the declaration.
 - (d) posted dividend warrants to all of its Members within prescribed time limit.
 - (e) no amount lying outstanding in unpaid dividend account or under any other head for more than seven years, which are required to be transferred to IEPF under Section 205C of the Act.
 - (f) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional Director, alternate Director or Director to fill casual vacancy during the above financial year.
15. The Company has not appointed any Managing Director/Whole time Director/Manager during the above financial year.
16. The Company has not appointed any Sole-selling Agent during the above year under review.

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17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities prescribed under the various provisions of the Act during the year under review.
18. The Directors have disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
19. The Company has not issued any Share/Debenture/other Security during the above financial year.
20. The Company has not bought back its Share during the above financial year.
21. The Company has neither issued nor redeemed any redeemable preference share and/or debenture during the above financial year.
22. There was no transaction necessitating the Company to keep in abeyance the right to dividend, rights shares and bonus shares pending registration of transfer of Shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the above period under review.
24. The Company has borrowed secured loans from nationalised bank during the above financial year and the same are within the borrowing limits of the Company under Section 293(1)(d) of the Act.
25. The Company has not granted any loans and advances or given guarantee or provided securities in relation to loan given to other Bodies Corporate under Section 372A of the Act. Hence no entries have been required to made in the register kept for this purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the above financial year.
27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the above financial year.
28. The Company has not altered the provisions of Memorandum with respect to name of the Company during the above financial year.
29. The Company has not altered the provisions of Memorandum with respect to Share Capital of the Company during the above financial year.
30. The Company has not altered its Articles of Association during the above financial year.
31. There was no prosecution initiated against or show cause notices received by the Company during the above year for offence under the various provisions of the Act.
32. The Company has not received any money as security from its employees during the above financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with appropriate authorities pursuant to Section 418 of the Act during the aforesaid financial year.

Place : 9, Crooked Lane,
Kolkata - 700 069
Date : 24/05/2010

FOR DROLIA & COMPANY
(Company Secretaries)
(P. K. Drolia)
Proprietor
CP : 1362

ANNEXURE : A			ANNEXURE : B				
Register as maintained by the Company			Forms/Returns filed by the Company with ROC, West Bengal				
Sl. No.	Particulars	Section	Sl. No.	From No./Return	Filed under Section	Date of Filling	Whether filed within Statutory Time Period
1.	Register of Members	150	1.	Balance Sheet as at 31.03.2009 in Form No. 23AC	220	15.09.2009	Yes
2.	Directors Minutes Book	193					
3.	Shareholders Minutes Book	193					
4.	Register of Directors	303	2.	Compliance Certificate for the year ended 31.03.2009 in Form No. 66	383A	14.09.2009	Yes
5.	Register of Transfer	—					
6.	Register of Director's Shareholding	307	3.	Annual Return made upto 26.08.2009 in Form No. 20B	159	23.10.2009	Yes
7.	Register of Contracts	301					
8.	Register of Charges	143	4.	Form No. 32 (For appointment of Mr. A. K. Beejawat as regular Director w.e.f. 26.08.2009)	303(2)	27.08.2009	Yes
9.	Register of Investments	372A					

SCHABLONA INDIA LIMITED

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at the efficient and ethical conduct of its business and meeting its obligations to shareholders, stakeholders, Government and the Society at large.

BOARD OF DIRECTORS

As on date Board of Directors comprises of five Members consisting of one Independent Non-Executive Chairman and four Independent Non-Executive Directors. There were 4 (four) Board meetings during the year 2009-10 i.e. on 21 May, 29 July, 29 October in 2009 and 18 January in 2010. Details of the Directors by category, their attendance, other directorship including Chairmanship/Membership of Board Committees and No. of shares held are:-

Directors	Category	No. of Meetings held	No. of Board Meetings attended	Attended last AGM	Number of Directorships in other Companies (\$)	No. of Committee positions held in Companies		No. of Shares held
						Chairman	Member	
Mr. G. L. Sultania	Independent	4	3	Yes	13	4	5	500
Mr. Anirudh Kabra	Independent	4	4	No	-	-	2	-
Mr. R. K. Borar	Independent	4	4	No	-	-	1	3,575
Mr. N. Goenka	Independent	4	4	Yes	6	1	2	-
Mr. A.K. Beejawat	Independent	4	4	No	1	-	-	-

(\$) Excluding directorship in Private Limited Companies.

Code of Conduct:

The Board has laid down a code of conduct for all its Board Members and senior Management personnel, as approved by the Board and the same is being abided by all of them. The Company has obtained the confirmation of the compliances to the said effect from Mr. G. L. Sultania, Director of the Company.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

The Audit Committee comprises of following Members all of them being Non-Executive Independent Directors of the Company and they attended its meetings held on 21 May, 29 July, 29 October in 2009 and 18 January in 2010 and the Chairman of the Audit Committee attended the last Annual General Meeting held on 26th August, 2009 :-

Name of Members	No. of meetings held	No. of meetings attended	Status
Mr. G. L. Sultania	4	3	Chairman
Mr. Anirudh Kabra	4	4	Member
Mr. R. K. Borar	4	4	Member
Mr. N. Goenka	4	4	Member

Terms of reference

Terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges that inter-alia include review of reports of Internal and Statutory Auditors and ensure that suitable follow-up actions are taken, review of Quarter and Annual Financial Statements, review of adequacy of internal control systems, review of significant findings, adequacy of Internal Audit functions and review of the financial and risk management policies, recommendation for appointment of Statutory Auditors, Internal Auditors and fee payable to them etc.

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SHARE TRANSFER COMMITTEE

Your Company has a Share Transfer Committee comprising of Mr. G. L. Sultania, the Chairman of the Company (who chairs the meeting), Mr. N. Goenka, Director and Mr. S. Banerjee, a senior personal of the Company. The Committee met 12 times during the period under review. Total 11600 shares received for transfer were registered and dispatched within 15 days of receipt, if the documents were correct and valid in all respects. There were no valid share transfers pending for registration for more than 30 days as on 31.03.2010.

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/Investors' Grievance Committee is comprising of following Directors as its Members and they attended its meetings held on April 28, 2009, August 6, 2009 and December 16, 2009 as detailed below :-

Members	Category	No. of meetings held	No. of meetings attended	Status
Mr. G. L. Sultania	Independent	3	3	Chairman
Mr. Anirudh Kabra	Independent	3	-	Member
Mr. N. Goenka	Independent	3	3	Member

Mr. G. L. Sultania is also acting as Compliance Officer.

Terms of reference

The Company has constituted the Shareholders'/Investors' Grievance Committee to expeditiously redress the shareholders' complaint and grievances, if any. During the year under review, the Company received 22 letters/complaints from shareholders, which were replied/resolved to the satisfaction of shareholders.

REMUNERATION COMMITTEE

The Company has a Remuneration Committee consisting of Non-Executive Independent Directors under the Chairmanship of Mr. G. L. Sultania. Mr. Anirudh Kabra and Mr. N. Goenka are members of the Committee. There was no agenda for holding this Committee's meeting during the year 2009-10.

Remuneration to Directors

Name	Director's Commission (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. G. L. Sultania	41,008	9,000	50,008
Mr. Anirudh Kabra	41,008	10,000	51,008
Mr. R. K. Borar	41,008	10,000	51,008
Mr. N. Goenka	41,008	11,500	52,508
Mr. A. K. Beejawat	18,087	6,000	24,087

The Non-Executive Directors are entitled to receive Director's Commission in accordance with a special resolution passed by the Shareholders at their Annual General Meeting held on 15th September, 2007.

Besides the above, no other pecuniary relationship or transactions vis-a-vis the Company exists with the Non-Executive Directors.

GENERAL BODY MEETINGS

The details of Annual General Meetings conducted and Special Resolutions passed in the past three years :

Year	Date	Time	Special Resolutions passed
2008-2009	26.08.2009	3.00 P.M.	None
2007-2008	16.09.2008	3.00 P.M.	None
2006-2007	15.09.2007	1.30 P.M.	(i) Amendment in Articles of Association for payment of Director's fee subject to limits fixed under the Act. (ii) Authorisation for payment of Director's Commission in accordance with calculations and limits prescribed under the Act.